

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

BLUE SPIKE, LLC,	§	
	§	
Plaintiff,	§	
	§	Civil Action No. 6:12-CV-594
vs.	§	
	§	
CBS INTERACTIVE INC., and	§	
LAST.FM LTD.,	§	
	§	JURY TRIAL DEMANDED
Defendants.	§	
	§	
	§	
	§	
	§	
	§	

**DECLARATION OF SIMON MORAN IN SUPPORT OF LAST.FM LTD.'S
MOTION TO DISMISS PLAINTIFF BLUE SPIKE, LLC'S COMPLAINT**

I, Simon Moran, pursuant to 28 U.S.C. § 1746, declare as follows declare:

1. I am Managing Director of Last.fm Ltd. ("Last.fm"). I submit this declaration in support of Last.fm's Motion to Dismiss Plaintiff Blue Spike, LLC's Complaint. The facts stated herein are based upon my own personal knowledge, informed by a review of corporate records of Last.fm and interviews with knowledgeable persons. If called to testify, I could and would testify competently to the facts set forth below.

2. Last.fm is a music recommendation service and social music platform.

3. Last.fm is a legal entity registered and established under the laws of England, with its principal place of business located in London, England.

4. Last.fm does not maintain an office in Texas.

5. Last.fm does not own, lease or rent real estate in Texas.

6. Last.fm does not have an agent for service of process or for any other purpose in Texas.

7. Last.fm has not directed or sent directors, officers or employees to conduct business in Texas.

8. Last.fm has not negotiated or entered into advertising or other contacts with merchants in Texas.

9. Last.fm does not employ non-internet advertising in Texas, or make any other such effort specifically to obtain business from Texas residents.

10. Last.fm's internet site is not specifically directed at Texas residents. For example, the site's content does not pertain specifically to Texas residents.

11. Last.fm's internet radio users are located outside of Texas, except for a very small percentage (i.e. less than 2%).

12. Although Last.fm does not track Texas revenue and is without reasonable means by which to derive revenue attributable to Texas with precision, Last.fm's revenue is derived from outside of Texas, except for a very small percentage of its total revenue.

13. Last.fm's internet site is maintained outside of the United States in the United Kingdom.

14. Last.fm's internet radio business, including its servers, software and databases used to provide its internet radio services and products, is located outside of Texas.

15. Last.fm's internet radio business is not owned, controlled or directed by a Texas resident.

16. Last.fm does not control any Texas resident, including in connection with any internet radio products or services.

17. Last.fm is a separate corporation from CBS Corporation, of which it is an indirect wholly-owned subsidiary, as well as CBS Interactive Inc., which holds no ownership interest in Last.fm.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on December 5, 2012 in San Francisco.


Simon Moran

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was filed electronically in compliance with Local Rule CV-5(a). As such, this document was served on all counsel of record who have consented to electronic service through the Court's CM/ECF system pursuant to Local Rule CV-5(a)(3).

/s/Edward R. Reines
Edward R. Reines